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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	X	

**NOTICE OF WITHDRAWAL OF CERTAIN
ADDITIONAL CONTRACTS FROM THE NOTICE OF
ASSUMPTION AND ASSIGNMENT OF ADDITIONAL
EXECUTORY CONTRACTS**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on April 26, 2019, Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) filed the *Notice of Assumption and Assignment of Additional Executory Contracts* (ECF No. 3397) (the “**Assumption Notice**”),² notifying applicable counterparties that certain Additional Contracts listed on Exhibit 1 to the Assumption Notice (the “**Additional Assigned Agreements Exhibit**”) have been designated by the Buyer for assumption and assignment.

PLEASE TAKE FURTHER NOTICE that the Contracts listed on **Exhibit A** hereto (the “**Removed Contracts**”) are hereby removed from the Additional Assigned Agreements Exhibit.

PLEASE TAKE FURTHER NOTICE that, other than the removal of the Removed Contracts from the Additional Assigned Agreements Exhibit, the Assumption Notice remains otherwise unaffected.

PLEASE TAKE FURTHER NOTICE that the Debtors have consented to the filing of this notice which effectuates the withdrawal of the Assumption Notice as to the Removed Contracts without prejudice to the Debtors or the Buyer.

PLEASE TAKE FURTHER NOTICE that the Buyer is not seeking to assume and assign the Removed Contracts at this time. The Buyer reserves all rights with respect to the Removed Contracts.

PLEASE TAKE FURTHER NOTICE that this notice will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405), including service

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Assumption Notice.

on the counterparties listed on **Exhibit A**. The Buyer submits that no other or further notice need be provided.

Dated: May 2 , 2019
New York, New York

/s/ Luke A. Barefoot
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Exhibit A

Ref #	ECF No. (Cure objection asserted by)	Debtor	Counterparty	Contract Title	Contract No.	Contract Executed Date	Contract Expiration Date	Debtors' Asserted Cure Amount	Counterparty's Asserted Cure Amount	Agreed to cure amount - via amendment	Comments
3	N/A	SEARS HOLDINGS CORPORATION	ACE AMERICAN INSURANCE COMPANY	FOREIGN PACKAGE	PHF D42183659 002	N/A	08/01/2019	\$ -	\$ -	\$ -	
79	N/A	SEARS HOLDINGS CORPORATION	FEDERAL INSURANCE COMPANY	BOILER & MACHINERY POLICY (INSPECTIONS) INSPECTIONS ONLY	76401454	N/A	02/01/2019	\$ -	\$ -	\$ -	